

MORRISON & FOERSTER LLP
Gary S. Lee
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Samantha Martin
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000

KRAMER LEVIN NAFTALIS &
FRANKEL LLP
Kenneth H. Eckstein
Douglas H. Mannal
Stephen D. Zide
Rachael L. Ringer
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100

Alexandra Steinberg Barrage
2000 Pennsylvania Avenue, NW
Washington, DC 20006-1888
Telephone: (202) 887-1500

*Counsel for the Official Committee of
Unsecured Creditors*

*Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**NOTICE OF FILING OF BLACKLINES OF REVISED
DISCLOSURE STATEMENT AND REVISED JOINT CHAPTER 11 PLAN**

PLEASE TAKE NOTICE that on July 3, 2013, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) and the official committee of unsecured creditors (the “**Creditors’ Committee**” and together with the Debtors, the “**Plan Proponents**”) filed the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket 4153] (the “**Plan**”) and on July 4, 2013 the Plan Proponents filed the *Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential*

Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 4157] (the “**Disclosure Statement**”).

PLEASE TAKE FURTHER NOTICE that on August 16, 2013, the Plan Proponents filed the *Notice of Revised Disclosure Statement for the Plan Proponents’ Revised Joint Chapter 11 Plan* [Docket No. 4733] (the “**Initial Revised Disclosure Statement**”), which includes the Plan Proponents’ *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* as Exhibit 1 to the Initial Revised Disclosure Statement (the “**Initial Revised Plan**”).

PLEASE TAKE FURTHER NOTICE that on August 20, 2013, the Plan Proponents filed the *Notice of Revised Disclosure Statement for the Plan Proponents’ Revised Joint Chapter 11 Plan* [Docket No. 4770] (the “**Revised Disclosure Statement**”), which includes the Plan Proponents’ *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* as Exhibit 1 to the Revised Disclosure Statement (the “**Revised Plan**”).

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit 1 is a cumulative blackline of the Revised Disclosure Statement against the Disclosure Statement, reflecting changes made since the Disclosure Statement was filed on July 4, 2013.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit 2 is a blackline of the Revised Disclosure Statement against the Initial Revised Disclosure Statement, reflecting changes made since the Initial Revised Disclosure Statement was filed on August 16, 2013. The blackline includes only changed pages.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit 3 is a cumulative blackline of the Revised Plan against the Plan, reflecting changes made since the Plan was filed on July 3, 2013. The blackline includes all schedules.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit 4 is a blackline of the Revised Plan against the Initial Revised Plan, reflecting changes made since the Plan was filed on August 16, 2013. The blackline includes only changed pages.

PLEASE TAKE FURTHER NOTICE that the Plan Proponents intend to seek Court approval of the Revised Disclosure Statement at the hearing currently scheduled for **August 21, 2013 at 10:00 a.m. (Prevailing Eastern Time)**, before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501.

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Dated: August 20, 2013

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Samantha Martin
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

*Counsel for the Debtors and
Debtors in Possession*

-and-

Kenneth H. Eckstein
Doughlas H. Mannal
Stephen D. Zide
Rachael L. Ringer
KRAMER LEVIN NAFTALIS &
FRANKEL LLP
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-3280
Facsimile: (212) 715-8000

*Counsel for the Official Committee of
Unsecured Creditors*